



BURLINGTON NORTHERN

0-01310038

RECORDATION NO. 7934-85
JAN 18 1980 - 11:00 AM
INTERSTATE COMMERCE COMMISSION

LAW DEPARTMENT

Date JAN 18 1980

Fee \$ 10.00

ICC Washington, D. C.

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

Office of
Interstate Commerce Commission
Washington, D.C. 20423

January 15, 1980

Dear Sirs:

Enclosed for filing, pursuant to Section 11303 of the Interstate Commerce Act, are three counterparts each, Nos. 2, 3 and 4 of a Supplemental Agreement dated December 1, 1979, supplementing an equipment trust lease which together with an agreement constitutes Burlington Northern Equipment Trust of 1975, Series 2.

A general description of the equipment covered by the enclosed supplement is as follows: Two Caboose Cars, Fort Worth and Denver Railway Company Road Nos. FW&D 180-181, inclusive.

The equipment trust lease and agreement constituting the equipment trust was recorded with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act and assigned a recordation number as follows:

	<u>Date Recorded</u>	<u>Recordation Number</u>
Burlington Northern Inc. Equipment Trust of 1975, Series 2	5-28-75	7934

The names and addresses of the parties to the Supplemental Agreement are as follows:

Citibank, N.A., 7 Hanover Square, 14th Floor,
New York, New York 10004

Burlington Northern Inc., Lessee, 176 East
Fifth Street, St. Paul, Minnesota 55101

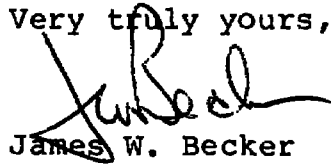
Also enclosed is a check in the amount of \$10 payable to you as Secretary of the Commission covering \$10 cost of each recording of the attached Supplemental Agreement.

Handwritten: 13-2-80
13-2-80
13-2-80

Interstate Commerce Commission
January 15, 1980
Page 2

Please stamp one counterpart with the recordation data of the Commission and return it to the bearer of this letter, Mrs. Carolyn H. Kunkel, Kunkel Transportation Services, Inc., 523 Pennsylvania Building, 425 - 13th Street, N.W., Washington, D.C. 20004.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J. Becker", written over the typed name.

James W. Becker

JWB:gtdl:5

Enc.

RECORDATION NO. 1734
JAN 18 1980 - 11 42 AM
INTERSTATE COMMERCE COMMISSION

Supplemental Agreement

REC'D LAW DEPT

JAN 14 1980

BN ST. PAUL

AGREEMENT dated as of the 1st day of December, 1979,
between CITIBANK, N.A., a national banking association
incorporated and existing under the laws of the United States
of America (hereinafter called the "Trustee"), party of the
first part, and BURLINGTON NORTHERN INC., a corporation duly
organized and existing under the laws of the State of Delaware
(hereinafter called the "Company"), party of the second part.

WHEREAS, by a certain Equipment Trust Agreement dated
as of June 1, 1975, (hereinafter called the "Agreement"), executed
by First National City Bank (now named CITIBANK, N.A.), Trustee,
and the Company, there was established "Burlington Northern Inc.
Equipment Trust of 1975, Series 2;" and

WHEREAS, by the terms of Article IV of said Agreement,
the Trustee did lease to the Company the railroad equipment
described in Schedule A to said Agreement; and

WHEREAS, certain of the cars included in the Trust
Equipment so described have been destroyed by accident and the
Company pursuant to Section 4.07 of said Agreement, pending
replacement of such destroyed equipment, has deposited, in
cash, with the Trustee the fair value as of the date of destruc-
tion of the Trust Equipment destroyed; and

WHEREAS, the Trustee, at the request of the Company, using the cash so deposited by the Company to the extent that the same is sufficient for that purpose, has purchased for replacement of said destroyed equipment two (2) 30' Wide Vision, All Steel Caboose Cars bearing Fort Worth and Denver Railway Company Road Nos. FW&D 180-181 inclusive.

WHEREAS, pursuant to Section 4.07 of said Agreement the parties desire to subject said 30' Wide Vision All Steel Caboose Cars to the terms and conditions of said Agreement;

NOW, THEREFORE, it is agreed:

1. That pursuant to the provisions of Section 4.07 of said Agreement dated as of the 1st day of June, 1975, the Trustee has let and leased, and does hereby let and lease, to the Company two (2) 30' Wide Vision, All Steel Caboose Cars bearing Fort Worth and Denver Railway Company, Road Nos. FW&D 180-181 inclusive, under and subject to all the terms and conditions of said Agreement dated as of the 1st day of June, 1975, and the Company does hereby agree to accept delivery and possession of said 30' Wide Vision All Steel Caboose Cars thereunder.

2. Said cars numbered FW&D 180-181, inclusive, deemed to be a portion of the Trust Equipment leased by the Trustee to the Company under said Agreement in all respects as if the same had been so delivered to the Company simultaneously with the execution and delivery of said Agreement, and shall be subject

to all the terms and conditions of said Agreement.

3. It is understood and agreed that except as otherwise provided in said Agreement dated as of June 1, 1975, the title to and ownership of cars numbered FW&D 180-181, inclusive, shall be reserved to and remain in the Trustee, notwithstanding the delivery of the same to and the possession and use thereof by the Company.

4. The Trustee shall not be responsible in any manner whatsoever for or in respect of the validity or sufficiency of this Supplemental Agreement or the due execution hereto by the Company or for or in respect of the correctness of the recitals of fact contained herein, which recitals are made by the Company.

5. This Supplemental Agreement may be executed simultaneously, or from time to time, in several counterparts and each counterpart shall constitute a complete original instrument, and it shall not be necessary in making proof of this Supplemental Agreement or any counterpart hereof to produce or account for any of the other counterparts.

IN WITNESS WHEREOF, the Trustee and the Company, pursuant to due corporate authority, have caused these presents to be signed and their respective corporate names and their respective corporate seals to be affixed hereto and attested,

as of the day and year first above written.

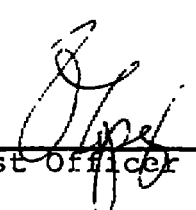
CITIBANK, N.A., as Trustee

By


Senior Trust Officer

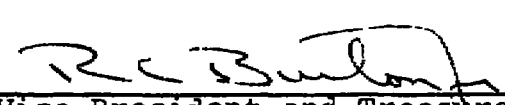
(SEAL)

ATTEST:


Trust Officer

BURLINGTON NORTHEAST INC.

By


Vice President and Treasurer

(SEAL)

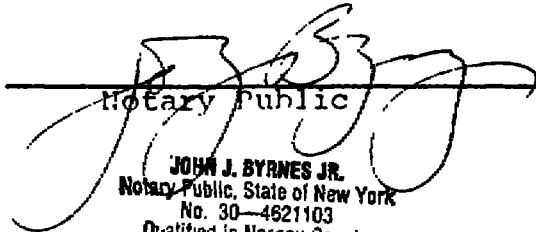
ATTEST:


Assistant Secretary

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 4TH day of JANUARY, 1980, before me personally appeared FRANK E. JOHNSON, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said association; that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

(SEAL)


Notary Public
JOHN J. BYRNES JR.
Notary Public, State of New York
No. 30-4621103
Qualified in Nassau County
Cert. filed in New York County
Term Expires March 30, 1981

STATE OF MINNESOTA)
) ss
COUNTY OF RAMSEY)

On this *21st* day of *December*, 1979, before me personally appeared R. C. Burton, Jr., to me personally known, who, being by me duly sworn says that he is Vice President and Treasurer of BURLINGTON NORTHERN INC., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

J. H. McCarthy

Notary Public

(SEAL)

